

RECORDATION NO. 19059-D FILED

AUG 31 '98 10:56 AM

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 14th day of August, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation, ("Seller") and **STAR BANK, N.A.**, a national banking association ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of August 14, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

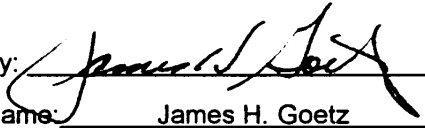
NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

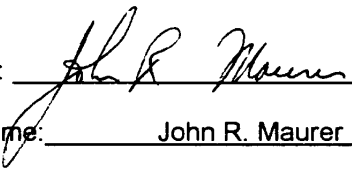
This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives on the date set forth above and shall be effective as of August 14, 1998.

DJJ TRANSPORTATION SERVICES, INC.

By: 
Name: James H. Goetz
Title: Vice President

STAR BANK, N.A.

By: 
Name: John R. Maurer
Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 14th day of August, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of August, 1998.

Shelley B. Bacon
(Notary Signature)

My commission expires:

July 22, 2002

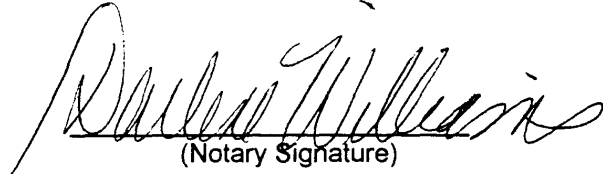


SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 14th day of August, 1998, before me the subscriber,
John Maurer, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named John R. Maurer, to me personally known, who stated and acknowledged
that he is the Vice President of Star Bank, N.A., a national banking association,
and duly authorized by authority of the Board of Directors or By-laws of said
corporation in his capacity as such officer to execute and acknowledge this
document for and in the name and on behalf of said corporation and further
stated and acknowledged that he has so signed, executed and delivered this
document as the free and voluntary act and deed of said corporation, for the
consideration, uses and purposes therein mentioned and set forth and desired
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 14th day of August, 1998.


(Notary Signature)

My commission expires:

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires March 16, 1999

SCHEDULE I
TO
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS

CARS: Twenty-five (25) railcars bearing reporting marks:

KCS 805050 - 805074, inclusive

LEASE: Lease between DJJ TRANSPORTATION SERVICES, INC., a subsidiary of The David J. Joseph Company, as Lessor, and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as Lessee, dated July 5, 1994, as amended February 6, 1998 and July 14, 1998.